

E-File: April 23, 2009

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[Proposed] Attorneys for Debtors and
 Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes," et al.,¹

Chapter 11

Debtors.

Affects:

Hearing Date: May 15, 2009

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

<input checked="" type="checkbox"/>	All Debtors
<input type="checkbox"/>	Affects the following Debtor(s)

Hearing Time: 1:30 p.m.
Courtroom 1

**DECLARATION OF MANDY M. TOWNSEND IN SUPPORT OF APPLICATION FOR
ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF ACCELERON GROUP, LLC AS
VALUATION ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION *NUNC
PRO TUNC TO THE PETITION DATE***

I, Mandy M. Townsend, declare as follows:

1. I am a Director of Acceleron Group, LLC. This Declaration is submitted in support of the Application For Order Under Section 327(a) Of The Bankruptcy Code Authorizing The Employment And Retention Of Acceleron Group, LLC As Valuation Advisor To The Debtors And Debtors In Possession Nunc Pro Tunc To The Petition Date (the "Application"), which is being submitted concurrently herewith.

2. Acceleron is a financial restructuring firm headquartered in Las Vegas, Nevada. The company provides a range of services to enhance corporate performance, implement corporate turnarounds, and assist companies proceeding through both chapter 11 and chapter 7 processes. Acceleron's professionals also, when appropriate, serve as Chief Restructuring Officers or interim managers. Since the beginning of 2008, Acceleron has managed the restructuring activities for residential and commercial real estate companies with notional principal values of more than one billion dollars. Acceleron has, for example, served as restructuring advisors to large regional home builders in Nevada and Arizona, and has provided expert testimony and valuation services for single-family, multi-family and mixed use projects in Las Vegas. Acceleron has also been hired by the following chapter 11 debtors: Vantage Lofts, LLC –financial advisor; Millennium Properties, LLC and related entities – financial advisor; and Namwest, LLC and related entities - financial advisor.

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1 3. Acceleron was employed by the Debtors pursuant to an engagement letter dated
2 March 31, 2009 (as attached hereto as Exhibit 1, the "Engagement Letter").² The backgrounds
3 of the professionals at Acceleron that will provide services in these cases are attached to this
4 Application as Exhibit 2.

5 4. Neither I, Acceleron, nor any partner, of counsel or associate thereof, insofar as I
6 have been able to ascertain, has any connection with the above-captioned debtors (collectively,
7 the "Debtors"), their creditors, equity security holders, or any other parties in interest, or their
8 respective attorneys, in any matter relating to the Debtors or their estates, except as set forth
9 below.
10

11 5. Acceleron is a "disinterested person" as that term is defined in section 101(14) of
12 title 11 of the United States Code (the "Bankruptcy Code") in that Acceleron, its partners and
13 other professionals:

14 are not creditors, equity security holders or insiders of the Debtors;

15 are not and were not, within 2 years before the date of the filing of the petitions, a
16 director, officer or employee of the Debtors; and
17

18 do not have an interest materially adverse to the interest of the estates or of any
19 class of creditors or equity security holders, by reason of any direct or indirect relationship to,
20 connection with, or interest in, the Debtors, or for any other reason.

21 6. Acceleron and certain of its partners and other professionals may have in the past
22 represented, and may currently represent and likely in the future will represent creditors of the
23 Debtors in connection with matters unrelated to the Debtors and these cases. At this time,
24 Acceleron is not aware of such representations. Acceleron will be in a position to identify with
25

26
27
28 ² The summary descriptions provided herein are qualified in their entirety by the terms of the attached Engagement Letter.

1 specificity any such persons or entities when lists of all creditors of the Debtors have been
2 reviewed and will make any further disclosures as may be appropriate at that time.

3 7. The undersigned is not aware of any relationship as a "relative" with any U.S.
4 Bankruptcy Judge in this District or with the United States Trustee for Region 17 that would be
5 subject to the requirements of Bankruptcy Rule 5002(b).

6 8. Acceleron began providing services to the Debtors on March 31, 2009, including,
7 but not limited to, providing valuation services to the Debtors.

8 9. Acceleron intends to apply for compensation for professional services rendered in
9 connection with these chapter 11 cases, subject to the Court's approval and in compliance with
10 the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the
11

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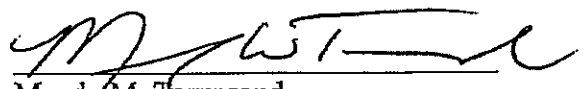
1 United States Bankruptcy Court for the District of Nevada and this Court's Orders, based upon
 2 its normal and usual billing rates. Acceleron will charge the Debtors rates consistent with the
 3 rates it charges its other clients and in other bankruptcy and non-bankruptcy cases.

4 10. The professionals primarily working on these cases have the following hourly
 5 billing rates: Ken Wiles - \$475; Mandy Townsend - \$350; David Housey - \$250; Matt Avery -
 6 \$250; and Richard Humphrey - \$250. Acceleron will also receive reimbursement of expenses,
 7 including travel, lodging, photocopying, witness fees, long distance telephone calls, postage,
 8 express mail and messenger charges, expenses for working meals and telecopier charges.
 9 Acceleron will charge the Debtors for these expenses in a manner and at rates consistent with
 10 those it generally charges its other clients; provided, however, Acceleron will comply with the
 11 guidelines for charging bankruptcy estates for such expenses that are applicable in this District.

12 11. Prior to the Petition Date, Acceleron received a retainer (the "Retainer") in these
 13 cases in the amount of \$20,000. During the twelve months prior to the Petition Date, Acceleron
 14 received \$20,000 from the Debtors, including the Retainer. The Debtors do not owe Acceleron
 15 any monies as of the Petition Date. Acceleron is currently holding a Retainer in the amount of
 16 \$20,000.

17 12. It is contemplated that Acceleron will seek interim compensation during the cases
 18 as permitted by sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.
 19 Acceleron understands that its compensation in these cases is subject to the prior approval of this
 20 Court. No compensation will be paid except upon application to and approval by this Court
 21 after notice and a hearing in accordance with sections 330 and 331 of the Bankruptcy Code and
 22 Bankruptcy Rule 2016.

23 I declare under penalty of perjury under the laws of the state of Nevada that the foregoing is
 24 true and correct. Executed this 21st day of April, 2009, in Las Vegas, Nevada.

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 26 
 27 Mandy M. Townsend
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